

**MONTHLY OPERATING REPORT
(GENERAL BUSINESS CASE)**

SUMMARY OF FINANCIAL STATUS

MONTH ENDED: May 31, 2020

PETITION DATE: January 29, 2019

1. Debtors in possession (or trustee) hereby submit this Monthly Operating Report on the Accrual Basis of accounting (or if checked here ☐ the Office of the U.S. Trustee or the Court has approved the Cash Basis of Accounting for the Debtors).

Dollars reported in \$ millions

2. Asset and Liability Structure

	<u>End of Current</u> <u>Month</u>	<u>End of Prior</u> <u>Month</u>	<u>As of Petition</u> <u>Filing</u> ⁽¹⁾
a. Current Assets	\$ 10,269	\$ 10,411	\$ 9,091
b. Total Assets	\$ 87,091	\$ 86,676	\$ 79,809
c. Current Liabilities	\$ 8,184	\$ 8,253	\$ 3,740
d. Total Liabilities	\$ 81,032	\$ 80,794	\$ 66,888

3. Statement of Cash Receipts & Disbursements for Month

	<u>End of Current</u> <u>Month</u>	<u>End of Prior</u> <u>Month</u>	<u>Cumulative</u> <u>(Case to Date)</u>
a. Total Receipts	\$ 1,434	\$ 1,661	\$ 32,551
b. Total Disbursements	\$ (1,939)	\$ (2,337)	\$ (32,695)
c. Excess (Deficiency) of Receipts Over Disbursements (a - b)	\$ (505)	\$ (676)	\$ (144)
d. Cash Balance Beginning of Month	\$ 1,271	\$ 1,947	\$ 910
e. Cash Balance End of Month (c + d)	\$ 766	\$ 1,271	\$ 766

4. Profit/(Loss) from the Statement of Operations

	<u>End of Current</u> <u>Month</u>	<u>End of Prior</u> <u>Month</u>	<u>Cumulative</u> <u>(Case to Date)</u> ⁽¹⁾
	\$ 177	\$ 123	\$ (6,983)

5. Account Receivables (Pre and Post-Petition)

	\$ 5,005	\$ 4,599
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6. Post-Petition Liabilities

	\$ 5,200	\$ 5,315
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7. Past Due Post-Petition Account Payables (over 30 days) ⁽²⁾

	\$ —	\$ —
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⁽¹⁾ Data as of January 29, 2019 is not available, January 31, 2019 data used as Petition Date.

⁽²⁾ In the ordinary course, in most instances the Debtors' process for validating items for payment to suppliers requires the matching of a vendor invoice with a purchase order and, additionally, with a goods receipt (reflecting the Debtors' acknowledgment of the delivery of goods or completion of services). That matching process extends the timeline for a vendor invoice to be cleared for payment until such time as the validation operation is fully complete. The Debtors are actively engaged on an ongoing basis with their supplier base to minimize the invoice matching and validation time frame. To the best of the Debtors' knowledge, in all instances where the invoice matching process has been satisfactorily completed for post-petition vendor activity, the Debtors do not have any past due post-petition accounts payable as of May 31, 2020.

At the end of this reporting month:

	<u>Yes</u>	<u>No</u>
8. Have any payments been made on pre-petition debt, other than payments in the normal course to secured creditors or lessors? (if yes, attach listing including date of payment, amount of payment and name of payee)	<u>✓</u>	<u></u>
9. Have any payments been made to professionals? (if yes, attach listing including date of payment, amount of payment and name of payee)	<u>✓</u>	<u></u>
10. If the answer is yes to 8 or 9, were all such payments approved by the court?	<u>✓</u>	<u></u>
11. Have any payments been made to officers, insiders, shareholders, relatives? (if yes, attach listing including date of payment, amount and reason for payment, and name of payee)	<u>✓</u>	<u></u>
12. Are the estates insured for replacement cost of assets and for general liability?	<u>✓</u>	<u></u>
13. Are a plan and disclosure statement on file? ⁽¹⁾	<u>✓</u>	<u></u>
14. Was there any post-petition borrowing during this reporting period? ^{(2) (3) (4)}	<u></u>	<u>✓</u>

15. Check if paid:

Post-petition taxes:	<u>✓</u>
U.S. Trustee Quarterly Fees:	<u>✓</u>
Tax reporting and tax returns:	<u>✓</u>

(Attach explanation, if post-petition taxes or U.S. Trustee Quarterly Fees are not paid current or if post-petition tax reporting and tax return filings are not current.)

⁽¹⁾ The Debtors filed with the Bankruptcy Court their Joint Chapter 11 Plan of Reorganization on September 9, 2019. The Debtors thereafter amended such plan on September 23, 2019 (Docket #3966), and November 4, 2019 (Docket #4563). On December 12, 2019, the Debtors and Shareholder Proponents (as defined in the Plan) filed the Debtors' and Shareholders Proponents' Joint Chapter 11 Plan of Reorganization with the Bankruptcy Court, which was thereafter amended on January 31, 2020 (Docket #5590), March 9, 2020 (Docket #6217), March 16, 2020 (Docket #6320), May 22, 2020 (Docket #7525) and June 19, 2020 (Docket #8048) ("the Plan"). On February 7, 2020, the Debtors filed a disclosure statement with respect to the Plan (Docket #5700), which was thereafter amended on March 9, 2020 (Docket #6219), March 16, 2020 (Docket #6322), and March 17, 2020 (Docket #6353) (the "Disclosure Statement"). The Disclosure Statement was approved by the Bankruptcy Court by Order dated March 17, 2020 (Docket #6340). The Bankruptcy Court confirmed the Plan by Order dated June 20, 2020 (Docket #8053).

⁽²⁾ On June 19, 2020, the Utility completed the sale of (i) \$500 million aggregate principal amount of Floating Rate First Mortgage Bonds due June 16, 2022, (ii) \$2.5 billion aggregate principal amount of 1.75% First Mortgage Bonds due June 16, 2022, (iii) \$1.0 billion aggregate principal amount of 2.10% First Mortgage Bonds due August 1, 2027, (iv) \$2.0 billion aggregate principal amount of 2.50% First Mortgage Bonds due February 1, 2031, (v) \$1.0 billion aggregate principal amount of 3.30% First Mortgage Bonds due August 1, 2040, and (vi) \$1.925 billion aggregate principal amount of 3.50% First Mortgage Bonds due August 1, 2050, (collectively, the "Mortgage Bonds"). Subject to the satisfaction of certain conditions, the net proceeds from the sale of the Mortgage Bonds, together with the net proceeds from certain other Plan financing transactions, are expected to be used to effectuate the reorganization of the Debtors in accordance with the terms and conditions contained in the Plan.

⁽³⁾ On June 23, 2020 (the "Term Loan Effective Date"), the Corporation obtained a \$2.75 billion secured term loan (the "Term Loan"). On the Escrow Release Date, the Corporation plans to use the proceeds of the Term Loan to fund, in part, the transactions under the Plan. The Term Loan matures on the date that is five years after the Term Loan Effective Date, unless extended by the Corporation pursuant to the terms of the Term Loan Agreement. The Term Loan will bear interest based, at the Corporation's election, on (1) LIBOR (but in no event less than 1.0%) plus an applicable margin or (2) ABR (but in no event less than 2.0%) plus an applicable margin. ABR will equal the highest of the following: the prime rate, 0.5% above the overnight federal funds rate, and the one-month LIBOR plus 1.0%.

⁽⁴⁾ Also on June 23, 2020, the Corporation completed the sale of (i) \$1.0 billion aggregate principal amount of 5.00% Senior Secured Notes due July 1, 2028 and (ii) \$1.0 billion aggregate principal amount of 5.250% Senior Secured Notes due July 1, 2030 (collectively, the "Notes"). Subject to the satisfaction of certain conditions, the net proceeds from the sale of the Notes, together with the net proceeds from certain other Plan financing transactions, are expected to be used to effectuate the reorganization of the Debtors in accordance with the terms and conditions contained in the Plan.

I declare under penalty of perjury I have reviewed the above summary and attached financial statements, and after making reasonable inquiry believe these documents are correct.

Date: June 30, 2020



David S. Thomason

Vice President, Controller, PG&E Corporation

Vice President, Chief Financial Officer and Controller, Pacific
Gas and Electric Company

**UNAUDITED STATEMENTS OF INCOME
FOR THE MONTH ENDED MAY 31, 2020**

(in millions)	Reference	Pacific Gas & Electric Company	PG&E Corporation	PG&E Corporation Consolidated
Operating Revenues				
Electric		\$ 1,122	\$ —	\$ 1,122
Natural gas		347	—	347
Total operating revenues		1,469	—	1,469
Operating Expenses				
Cost of electricity		237	—	237
Cost of natural gas		44	—	44
Operating and maintenance		653	(1)	652
Depreciation, amortization, and decommissioning		288	—	288
Total operating expenses		1,222	(1)	1,221
Operating Income		247	1	248
Interest income		4	—	4
Interest expense		(72)	(2)	(74)
Other income, net		32	1	33
Reorganization items, net	Item 15	(25)	(7)	(32)
Income (Loss) Before Income Taxes		186	(7)	179
Income tax provision (benefit)		2	(1)	1
Net Income (Loss)		184	(6)	178
Preferred stock dividend requirement		1	—	1
Income (Loss) Available for Common Stock		\$ 183	\$ (6)	\$ 177

UNAUDITED STATEMENTS OF INCOME
PETITION DATE THROUGH MAY 31, 2020

(in millions)	Reference	Pacific Gas & Electric Company	PG&E Corporation	PG&E Corporation Consolidated
Operating Revenues				
Electric		\$ 18,010	\$ —	\$ 18,010
Natural gas		6,359	—	6,359
Total operating revenues		24,369	—	24,369
Operating Expenses				
Cost of electricity		4,079	—	4,079
Cost of natural gas		1,116	—	1,116
Operating and maintenance		12,119	(22)	12,097
Wildfire-related claims, net of insurance		11,436	—	11,436
Depreciation, amortization, and decommissioning		4,664	(1)	4,663
Total operating expenses		33,414	(23)	33,391
Operating Income (Loss)		(9,045)	23	(9,022)
Interest income		107	1	108
Interest expense		(1,291)	(25)	(1,316)
Other income, net		399	18	417
Reorganization items, net	Item 15	(475)	(117)	(592)
Loss Before Income Taxes		(10,305)	(100)	(10,405)
Income tax provision (benefit)		(3,442)	1	(3,441)
Net Loss		(6,863)	(101)	(6,964)
Preferred stock dividend requirement		19	—	19
Loss Attributable to Common Stock		\$ (6,882)	\$ (101)	\$ (6,983)

UNAUDITED BALANCE SHEETS
AS OF MAY 31, 2020

(in millions)	Reference	Pacific Gas & Electric Company	PG&E Corporation	PG&E Corporation Consolidated
ASSETS				
Current Assets				
Cash and cash equivalents	Items 10 and 11	\$ 400	\$ 374	\$ 774
Accounts receivable:				
Customers (net of allowance for doubtful accounts of \$51)	Item 4	1,226	—	1,226
Accrued unbilled revenue		1,014	—	1,014
Regulatory balancing accounts		2,619	—	2,619
Other		2,774	94	2,765
Regulatory assets		358	—	358
Inventories:	Item 3			
Gas stored underground and fuel oil		85	—	85
Materials and supplies		556	—	556
Income taxes receivable		262	1	263
Other		597	12	609
Total current assets		9,891	481	10,269
Property, Plant, and Equipment				
Electric		64,479	—	64,479
Gas		23,258	—	23,258
Construction work in progress		2,633	—	2,633
Other Plant in Service		18	2	20
Total property, plant, and equipment		90,388	2	90,390
Accumulated depreciation		(27,338)	(2)	(27,340)
Net property, plant, and equipment	Item 7	63,050	—	63,050
Other Noncurrent Assets				
Regulatory assets		6,592	—	6,592
Nuclear decommissioning trusts		3,115	—	3,115
Operating lease right of use asset		2,165	7	2,172
Income taxes receivable		67	84	151
Other		1,589	5,284	1,742
Total other noncurrent assets		13,528	5,375	13,772
TOTAL ASSETS		\$ 86,469	\$ 5,856	\$ 87,091

UNAUDITED BALANCE SHEETS
AS OF MAY 31, 2020

(in millions)	Reference	Pacific Gas & Electric Company	PG&E Corporation	PG&E Corporation Consolidated
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current Liabilities				
Debtor-in-possession financing, classified as current	Item 6	\$ 2,000	\$ —	\$ 2,000
Accounts payable:	Item 5			
Trade creditors		1,692	12	1,704
Regulatory balancing accounts		1,843	—	1,843
Other		756	29	683
Operating lease liabilities		551	3	554
Interest payable		2	—	2
Other		1,402	(4)	1,398
Total current liabilities		8,246	40	8,184
Noncurrent Liabilities				
Regulatory liabilities		9,407	—	9,407
Pension and other postretirement benefits		1,804	—	1,804
Asset retirement obligations		5,942	—	5,942
Deferred income taxes	Item 8	629	(129)	500
Operating lease liabilities		1,615	3	1,618
Other		2,684	55	2,711
Total noncurrent liabilities		22,081	(71)	21,982
Liabilities Subject to Compromise	Item 9	50,050	816	50,866
Shareholders' Equity				
Preferred stock		258	—	—
Common stock		1,322	13,055	13,034
Additional paid-in capital		8,550	—	—
Reinvested earnings		(4,039)	(7,974)	(7,217)
Accumulated other comprehensive income (loss)		1	(10)	(10)
Total shareholders' equity		6,092	5,071	5,807
Noncontrolling Interest - Preferred Stock of Subsidiary		—	—	252
Total equity		6,092	5,071	6,059
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 86,469	\$ 5,856	\$ 87,091

1. BASIS OF PRESENTATION

General

On January 29, 2019, PG&E Corporation (the “Corporation”) and its subsidiary, Pacific Gas and Electric Company (the “Utility”) (together with the Corporation, the “Debtors”), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the U.S. Bankruptcy Court for the Northern District of California (the “Bankruptcy Court”). The Debtors’ Chapter 11 cases are being jointly administered under the caption *In re: PG&E Corporation and Pacific Gas and Electric Company*, Case No. 19-30088 (DM) (the “Chapter 11 Cases”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in either of the Chapter 11 Cases.

On February 12, 2019, the United States Trustee (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “UCC”). On February 15, 2019, the U.S. Trustee appointed an Official Committee of Tort Claimants (the “TCC”).

Debtor-in-Possession Financial Statements

Financial Accounting Standards Board Accounting Standards Codification 852 (Reorganizations) (“ASC 852”), which is applicable to companies in Chapter 11, requires that financial statements for periods after the filing of a Chapter 11 petition distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. The financial statements have been prepared in accordance with ASC 852. The accompanying financial statements have been prepared solely for purposes of complying with the monthly operating requirements applicable in the Debtors’ Chapter 11 Cases (the “Monthly Operating Reports”). The Debtors caution investors and potential investors not to place undue reliance upon the information contained in the Monthly Operating Reports, which was not prepared for the purpose of providing the basis for an investment decision relating to any securities of the Debtors.

The financial information contained in the Monthly Operating Reports is unaudited, limited in scope, and as such, has not been subject to procedures that would typically be applied to financial statements in accordance with accounting principles generally accepted in the United States of America. The Monthly Operating Reports should not be relied upon by any persons for information relating to current or future financial condition, events, or performance of the Corporation and the Utility and any of their non-debtor subsidiaries, as the results of operations contained in the Monthly Operating Reports are not necessarily indicative of results which may be expected for any other period or for the full year, and may not necessarily reflect the combined results of operations, financial position, and schedule of receipts and disbursements in the future. These unaudited financial statements were prepared using certain assumptions and estimates. These assumptions and estimates are subject to revision. Further, the amounts shown in this statement may differ materially due to adjustments in accruals, changes in facts and circumstances, changes in estimates, further analysis, and other factors.

The Utility’s unaudited financial statements reflected under the column “Pacific Gas and Electric Company” are presented on a consolidated basis and include the accounts of the Utility and the following subsidiaries of the Utility that individually and in aggregate are immaterial: Eureka Energy Company, Midway Power, LLC, Pacific Energy Fuels Company, and Standard Pacific Gas Line Incorporated.

The Corporation’s unaudited financial statements reflected under the column “PG&E Corporation” are presented on a consolidated basis and include the accounts of the following subsidiaries of the Corporation that individually and in aggregate are immaterial: PCG Capital, Inc., PG&E Corporation Support Services, Inc., and PG&E Corporation Support Services II, Inc. The Corporation’s unaudited financial statements reflected under the column “PG&E Corporation” exclude the accounts of the Utility.

The Corporation’s unaudited financial statements reflected under the column “PG&E Corporation, Consolidated” are presented on a consolidated basis and include the accounts of the Corporation, the Utility, and other wholly owned and controlled subsidiaries.

These unaudited financial statements differ from the requirements of generally accepted accounting principles in that they exclude certain financial statements (statements of cash flows, shareholders’ equity, and other comprehensive income), relevant footnotes and certain reclassifications.

Liabilities Subject to Compromise

As a result of the Chapter 11 Cases, the payment of pre-petition indebtedness is subject to compromise or other treatment under a plan of reorganization. The determination of how liabilities will ultimately be settled or treated cannot be made until the Bankruptcy Court confirms a Chapter 11 plan of reorganization and such plan becomes effective. Accordingly, the ultimate amount of such liabilities is not determinable at this time. ASC 852 requires pre-petition liabilities that are subject to compromise to be reported at the amounts expected to be allowed, even if they may be settled for lesser amounts. The amounts currently classified as liabilities subject to compromise are preliminary and may be subject to future adjustments depending on the Bankruptcy Court actions, further developments with respect to disputed claims, determinations of the secured status of certain claims, the values of any collateral securing such claims, rejection of executory contracts, continued reconciliation or other events.

Reorganization Items

ASC 852 requires expenses and income directly associated with the Chapter 11 Cases to be reported separately in the income statement. Reorganization items are reported net and include expenses related to legal advisory and representation services, other professional consulting and advisory services, debtor-in-possession financing fees and changes in liabilities subject to compromise recognized as there are changes in amounts expected to be allowed, net of interest income.

Post-Petition Liabilities

Post-petition liabilities reflected in the Monthly Operating Report include Accounts payable – trade creditors, Accounts payable – other, and Other current liabilities, excluding amounts pertaining to regulatory liabilities.

2. CHAPTER 11 FILING

On January 29, 2019, the Debtors filed the Chapter 11 Cases with the Bankruptcy Court. The Debtors continue to operate their businesses as debtors in possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court.

On January 31, 2019, the Bankruptcy Court approved, on an interim basis, certain motions (the “First Day Motions”) authorizing, but not directing, the Debtors to, among other things, (a) secure \$5.5 billion of debtor-in-possession financing; (b) continue to use the Debtors’ cash management system; and (c) pay certain pre-petition claims relating to (i) certain safety, reliability, outage, and nuclear facility suppliers; (ii) shippers, warehousemen, and other lien claimants; (iii) taxes; (iv) employee wages, salaries, and other compensation and benefits; and (v) customer programs, including public purpose programs. The First Day Motions were subsequently approved by the Bankruptcy Court on a final basis at hearings on February 27, 2019, March 12, 2019, March 13, 2019, and March 27, 2019.

On June 18, 2019, the Debtors entered into Plan Support Agreements with certain local public entities providing for an aggregate of \$1.0 billion to be paid by the Debtors to such public entities pursuant to the Debtors’ Chapter 11 plan of reorganization in order to settle such public entities’ claims against the Debtors relating to the 2018 Camp fire, the 2017 Northern California wildfires and the 2015 Butte fire (collectively, “Public Entity Wildfire Claims”). The Debtors have entered into a Plan Support Agreement with each of the following public entities or group of public entities, as applicable: (i) the City of Clearlake, the City of Napa, the City of Santa Rosa, the County of Lake, the Lake County Sanitation District, the County of Mendocino, Napa County, the County of Nevada, the County of Sonoma, the Sonoma County Agricultural Preservation and Open Space District, the Sonoma County Community Development Commission, the Sonoma County Water Agency, the Sonoma Valley County Sanitation District and the County of Yuba; (ii) the Town of Paradise; (iii) the County of Butte; (iv) the Paradise Recreation & Park District; (v) the County of Yuba; and (vi) the Calaveras County Water District.

On September 22, 2019, the Debtors entered into a Restructuring Support Agreement with certain holders of insurance subrogation claims (collectively, the “Consenting Subrogation Creditors”) which agreement was amended and restated on November 1, 2019 and subsequently amended further during November and December 2019 (as amended, the “Subrogation RSA”). The Subrogation RSA provides for an aggregate amount of \$11.0 billion to be paid by the Debtors pursuant to the Plan in order to settle all insurance subrogation claims (the “Subrogation Claims”) relating to the 2017 Northern California wildfires and the 2018 Camp fire, upon the terms and conditions set forth in the Subrogation RSA. Under the Subrogation RSA, the Debtors also have agreed to reimburse the holders of Subrogation Claims for professional fees of up to \$55 million, upon the terms and conditions set forth in the Subrogation RSA. On December 19, 2019, the Bankruptcy Court entered an order granting the Debtors’ motion to approve the Subrogation RSA.

On December 6, 2019, the Debtors entered into a Restructuring Support Agreement, which was subsequently amended on December 16, 2019 (as amended, the “TCC RSA”), with the TCC, the attorneys and other advisors and agents for holders of Fire Victim Claims (as defined below) that are signatories to the TCC RSA (each a “Consenting Fire Claimant Professional”), and the Shareholder Proponents. The TCC RSA provides for, among other things, an aggregate of \$13.5 billion in value to be provided by the Debtors pursuant to the Plan in order to settle and discharge all claims against the Debtors relating to the 2015 Butte fire, the 2017 Northern California wildfires and the 2018 Camp fire (other than the Subrogation Claims and the Public Entity Wildfire Claims) (the “Fire Victim Claims”), upon the terms and conditions set forth in the TCC RSA and the Plan. On December 19, 2019, the Bankruptcy Court entered an order approving the TCC RSA.

On January 22, 2020, the Debtors entered into a Restructuring Support Agreement (the “Noteholder RSA”) with certain holders of senior unsecured debt of the Utility that are identified in the Noteholder RSA as “Consenting Noteholders” and the Shareholder Proponents. The Noteholder RSA provides for, among other things, (i) the refinancing of the Utility’s senior unsecured debt in satisfaction of all claims arising out of the currently outstanding Utility notes maturing through 2022 in an aggregate principal amount of \$1.75 billion (the “Utility Short-Term Senior Notes”), the long-term Utility notes bearing an interest rate greater than 5% of which there is an aggregate principal amount outstanding of \$6.2 billion (the “Utility Long-Term Senior Notes”) and the Utility’s pre-petition credit facilities and certain series of Pollution Control bonds (collectively, the “Utility Funded Debt”), and (ii) the reinstatement of the remaining outstanding \$9.58 billion aggregate principal amount of the Utility notes (the “Utility Reinstated Senior Notes”), in each case pursuant to the Plan and upon the terms and conditions set forth in the Noteholder RSA. Under the Noteholder RSA, the Debtors have also agreed to reimburse the holders of Utility Long-Term Senior Notes for debt placement fees and the members of the Ad Hoc Noteholder Committee for professional fees of up to \$99 million upon the terms and conditions set forth in the Noteholder RSA. On February 5, 2020, the Bankruptcy Court entered an order approving the Noteholder RSA.

On February 7, 2020, pursuant to section 1125 of the Bankruptcy Code, the Debtors filed the Disclosure Statement, which was thereafter amended on March 9, 2020 [Docket No. 6219], March 16, 2020 [Docket No. 6322], and March 17, 2020 [Docket No. 6353]. On March 17, 2020, the Bankruptcy Court approved the Disclosure Statement.

On March 16, 2020, the Bankruptcy Court approved the Debtors’ Amended and Restated Backstop Commitment Letters (as amended through March 6, 2020), which provide for aggregate commitments of \$12.0 billion, and the Debtors’ bridge facility commitment letters (as amended through February 28, 2020), which provide for aggregate commitments of \$10.825 billion. Such commitment letters are subject to numerous terms and conditions as further described in the Debtors’ Second Amended Motion to approve such commitment letters. As of March 31, 2020, PG&E Corporation expects to record approximately \$1.0 billion of expense related to the Backstop Commitment premium in Reorganization items, net for the year ended December 31, 2020. The total annual expense will be determined based on the price of PG&E Corporation’s common stock as of the effective date of the Plan (the “Effective Date”). As of June 9, 2020, PG&E Corporation entered into separate agreements with investors (each, a “Backstop Party”) holding 100% of the equity backstop commitments to amend the Amended and Restated Commitment Letters between the Corporation and each such Backstop Party and provided for certain other arrangements.

On March 20, 2020, the Debtors filed a motion with the Bankruptcy Court for entry of an order approving a case resolution contingency process to address the circumstance in which the Plan is not confirmed or fails to go effective in accordance with certain required dates (the “Case Resolution Contingency Process”). As further described in the motion, the Case Resolution Contingency Process contemplates a process for the sale of PG&E Corporation or the Utility in the event that the Plan is not confirmed or fails to go effective in accordance with certain required dates. In addition, the motion sets forth certain other commitments by the Debtors in connection with the confirmation process and implementation of the Plan, including among other things, limitations on the ability of PG&E Corporation to pay dividends; commitments by the Utility with respect to cost recovery of amounts paid in respect of “Fire Claims” under the Plan; the terms of a purchase option in favor of the state of California (which would be exercisable only in limited circumstances); and commitments with respect to the Utility’s utilization of wildfire-related net operating losses. Also on March 20, 2020, the California Governor filed a responsive pleading in the Bankruptcy Court stating that, assuming the Bankruptcy Court grants the Motion and the California Public Utilities Commission (“CPUC”) approves the Plan with the governance, financial and operational provisions submitted to the CPUC by the Utility or otherwise agreed by the Utility, with any modifications the CPUC believes appropriate or necessary, the Plan “will, in the Governor’s judgment, be compliant with AB 1054.” The Governor’s pleading also states that “a rate neutral securitization pursuant to Senate Bill 901...would, in [the Governor’s] judgment, be in the public interest...” Following a hearing held on April 7, 2020, the Bankruptcy Court indicated that it would approve the Debtors’ motion and the Case Resolution Contingency Process, subject to certain reservations of rights, and directed the Debtors to submit an order to that effect. The Bankruptcy Court entered the order approving the motion on April 9, 2020.

On May 28, 2020, the CPUC approved, with conditions and modifications, the Plan pursuant to the requirements of Assembly Bill 1054. Pursuant to the decision, changes to the Utility's governance structure and enhancements to the CPUC's oversight are put in place to facilitate the Utility's ability to provide safe, reliable and affordable utility service. The CPUC's final decision was issued on June 1, 2020.

On June 7, 2020, the Corporation entered into an Investment Agreement with certain investors, relating to the issuance and sale to the investors of an aggregate of \$3.25 billion of the Corporation's Common Stock.

On June 11, 2020, the Debtors and the TCC agreed that the percentage ownership of the Fire Victim Trust (as defined in the Plan) will be 22.19% of the outstanding shares of the Corporation on the Effective Date. Also on June 11, 2020, the Debtors and the TCC agreed on a form of registration rights agreement to be entered into between the Corporation and the Fire Victim Trust on the Effective Date.

On June 19, 2020, the Corporation entered into prepaid forward contracts (the "Forward Stock Purchase Agreements") with the Backstop Parties. Each Forward Stock Purchase Agreement provides that, subject to certain conditions, the Backstop Party will purchase on the effective date of the Plan, and receive on the Settlement Date (as defined in each Forward Stock Purchase Agreement) an amount of common stock of the Corporation equal to its pro rata share of \$523 million at a price per share equal to the lesser of (i) the lowest per share price of common stock sold on an underwritten basis to the public in an offering of common stock of the Corporation, as disclosed on the cover page of the prospectus or prospectus supplement, and (ii) the price per share payable by the investors party to the Investment Agreement dated as of June 7, 2020. Additionally, each Forward Stock Purchase Agreement provides that, subject to the consummation by the Corporation of the Equity Offerings (as defined below), the Corporation will issue to each Backstop Party its pro rata share of 50 million shares of common stock.

On June 20, 2020, the Bankruptcy Court, confirmed the Plan. The Debtors expect to emerge from Chapter 11 on July 1, 2020, subject to successfully consummating, on July 1, 2020, Equity Offerings described herein.

On June 25, 2020, the Corporation priced (i) an offering of 423.37 million shares of its common stock, no par value, at a public offering price of \$9.50 per share (the "Common Stock Offering") and (ii) a concurrent offering of 14.54 million of its equity units (the "Equity Units"), with each Equity Unit having a stated amount of \$100.00 (the "Equity Units Offering" and, together with the Common Stock Offering, the "Equity Offerings") for total net proceeds to the Corporation, after deducting the underwriting discounts and before estimated offering expenses payable by the Corporation, of \$3,968 million and \$1,186 million, respectively. In connection with the Common Stock Offering, the Corporation granted the underwriters thereof a 30-day option to purchase up to an additional 42.33 million shares of common stock. In addition, in connection with the Equity Units Offering, the Corporation also granted the underwriters thereof a 30-day option to purchase up to an additional 1.45 million Purchase Contracts. Subject to the satisfaction of customary closing conditions and the concurrent consummation of the transactions required to emerge from the Chapter 11 Cases, the Corporation expects the Equity Offerings to close on July 1, 2020.

For additional information regarding the Chapter 11 Cases, refer to the website maintained by Prime Clerk, LLC, the Company's claims and noticing agent, at <http://restructuring.primeclerk.com/pge>, as well as to the Debtors' joint annual report on Form 10-K for the year ended December 31, 2019, their joint quarterly report on Form 10-Q for the quarter ended March 31, 2020, and other reports filed with the SEC, which are available on PG&E Corporation's website at www.pgecorp.com and on the SEC website at www.sec.gov. The Debtors also routinely post or provide links to certain documents and information related to the Chapter 11 Cases at <http://investor.pgecorp.com>, under the "Chapter 11" tab.

3. INVENTORY

Inventories are carried at weighted-average cost and include natural gas stored underground as well as materials and supplies. Natural gas stored underground is recorded to inventory when injected and then expensed as the gas is withdrawn for distribution to customers or to be used as fuel for electric generation. Materials and supplies are recorded to inventory when purchased and expensed or capitalized to plant, as appropriate, when consumed or installed.

4. ACCOUNTS RECEIVABLE

The following reflects the balance of the Utility's Accounts receivable – Customers as of May 31, 2020:

(in millions)	Accounts Receivable – Customers (Pre and Post-Petition)
Receivables Aging	
0 -30 Days	\$ 647
31-60 Days	177
61-90 Days	95
91+ Days	217
Unmailed invoices	122
Total accounts receivable – Customers	1,258
Other ⁽¹⁾	19
Allowance for doubtful accounts	(51)
Accounts receivable – Customers (net)	\$ 1,226

⁽¹⁾ Represents Department of Water Resources bond charge, credit balance reclassification, and unidentified receipts.

5. ACCOUNTS PAYABLE

To the best of the Debtors' knowledge, all undisputed, validated post-petition accounts payable have been and are being paid under agreed-upon payment terms.

In the ordinary course, in most instances the Debtors' process for validating items for payment to suppliers requires the matching of a vendor invoice with a purchase order and, additionally, with a goods receipt (reflecting the Debtors' acknowledgment of the delivery of goods or completion of services). That matching process extends the timeline for a vendor invoice to be cleared for payment until such time as the validation operation is fully complete. The Debtors are actively engaged on an ongoing basis with its supplier base to minimize the invoice matching and validation time frame. To the best of the Debtors' knowledge, in all instances where the invoice matching process has been satisfactorily completed for post-petition vendor activity, the Debtors do not have any past due post-petition accounts payable as of May 31, 2020.

6. DEBTOR-IN-POSSESSION ("DIP") FINANCING

The following table summarizes the Debtors' outstanding borrowings and availability under their DIP credit facilities at May 31, 2020:

(in millions)	Aggregate Limit	Term Loan Borrowings	Revolver Borrowings	Letters of Credit Outstanding	Aggregate Availability
PG&E Corporation	\$ —	\$ —	\$ —	\$ —	\$ —
Utility	5,500 ⁽¹⁾	2,000	—	972	2,528
Total DIP credit facilities	\$ 5,500	\$ 2,000	\$ —	\$ 972	\$ 2,528

⁽¹⁾ May be extended to December 2021, subject to satisfaction of certain terms and conditions, including payment of a 25 basis point extension fee.

7. PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment are reported at the lower of their historical cost less accumulated depreciation or fair value. Historical costs include labor and materials, construction overhead, and allowance for funds used during construction. PG&E Corporation Consolidated balances of its property, plant, and equipment were as follows at May 31, 2020:

(in millions)	PG&E Corporation Consolidated
Electric ⁽¹⁾	\$ 64,479
Gas	23,258
Construction work in progress	2,633
Other Plant in Service	20
Total property, plant, and equipment	90,390
Accumulated depreciation	(27,340)
Net property, plant, and equipment	\$ 63,050

⁽¹⁾ Balance includes nuclear fuel inventories. Stored nuclear fuel inventory is stated at weighted-average cost. Nuclear fuel in the reactor is expensed as it is used based on the amount of energy output.

8. PAYMENT OF TAXES

To the best of the Debtors' knowledge, the Corporation and the Utility are current on all taxes payable.

9. LIABILITIES SUBJECT TO COMPROMISE

The following reflects the balance of liabilities subject to compromise ("LSTC") as of May 31, 2020:

(in millions)	Pacific Gas & Electric Company	PG&E Corporation	PG&E Corporation Consolidated
Financing Debt ⁽¹⁾	\$ 22,745	\$ 674	\$ 23,419
Wildfire-related Claims ⁽²⁾	25,548	—	25,548
Trade creditors	1,180	6	1,186
Non-qualified benefit plan	20	136	156
2001 bankruptcy disputed claims ⁽³⁾	240	—	240
Customer deposits & advances	83	—	83
Others	234	—	234
Total Liabilities Subject to Compromise	\$ 50,050	\$ 816	\$ 50,866

⁽¹⁾ At May 31, 2020, PG&E Corporation and the Utility had \$650 million and \$21,526 million in aggregate principal amount of pre-petition indebtedness, respectively. Pre-petition financing debt includes accrued contractual interest of \$1 million and \$286 million for PG&E Corporation and the Utility, respectively, to the Petition Date. Financing debt also includes post-petition interest of \$23 million and \$933 million for PG&E Corporation and the Utility, respectively, in accordance with the terms of the Noteholder RSA, please see Note 2 of the Notes to the Condensed Consolidated Financial Statements in the Debtors' quarterly report on Form 10-Q for the quarter ended March 31, 2020.

⁽²⁾ For information on pre-petition wildfire-related claims reported as LSTC, please see Note 10 of the Notes to the Condensed Consolidated Financial Statements in the Debtors' quarterly report on Form 10-Q for the quarter ended March 31, 2020.

⁽³⁾ 2001 bankruptcy disputed claims includes \$19 million of interest recorded at the interest rate specified by FERC in accordance with S35.19a of the FERC's regulations.

10. RECAPITULATION OF FUNDS HELD AT END OF MONTH

The following reflects the bank balances of the Corporation and the Utility as of May 31, 2020:

Legal Entity	Bank	Account No.	Balance, End of Month (in ones)
PG&E Corporation	The Bank of New York Mellon	8400	\$ 374,250,000
PG&E Corporation	The Bank of New York Mellon	9023	494,156
PG&E Corporation	Bank of America	7107	—
PG&E Corporation	The Bank of New York Mellon	4558	—
PG&E Corporation	Union Bank of California	9557	737

PG&E Corporation	Bank of America	0X30	—
PG&E Corporation	Barclays Capital Inc.	1362	—
PG&E Corporation	BNP Paribas	0652	—
PG&E Corporation	Citigroup Global Markets	0473	—
PG&E Corporation	Goldman, Sachs & Co	0609	—
PG&E Corporation	JP Morgan Chase Bank, N.A.	0698	—
PG&E Corporation	Mitsubishi UFJ Securities USA, INC.	0189	—
PG&E Corporation	Morgan Stanley / ISG Operations	4966	—
PG&E Corporation	RBC Capital Markets	2226	—
PG&E Corporation	Wells Fargo Securities, LLC	7221	—
Pacific Gas & Electric Company	The Bank of New York Mellon	8400	125,000,000
Pacific Gas & Electric Company	Union Bank of California	5581	258,921,939
Pacific Gas & Electric Company	Citibank N. A.	2091	345,977
Pacific Gas & Electric Company	Bank of America	3212	495,101
Pacific Gas & Electric Company	The Bank of New York Mellon	9994	715,086
Pacific Gas & Electric Company	The Bank of New York Mellon	7822	—
Pacific Gas & Electric Company	The Bank of New York Mellon	5477	—
Pacific Gas & Electric Company	Royal Bank of Canada	0446	279,623
Pacific Gas & Electric Company	Bank of America	7115	—
Pacific Gas & Electric Company	U.S. Bank	2311	9,295
Pacific Gas & Electric Company	Bank of America	2988	46,735
Pacific Gas & Electric Company	The Bank of New York Mellon	3044	—
Pacific Gas & Electric Company	Bank of America	2302	13,081
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	4XL9	3,040
Pacific Gas & Electric Company	The Bank of New York Mellon	4122	994
Pacific Gas & Electric Company	The Bank of New York Mellon	3532	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	43.11	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	543.7	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	550.2	—
Pacific Gas & Electric Company	Bank of America	0817	—
Pacific Gas & Electric Company	Citibank N. A.	0901	—
Pacific Gas & Electric Company	Citibank N. A.	1958	—
Pacific Gas & Electric Company	Citibank N. A.	2316	—
Pacific Gas & Electric Company	Citigroup Global Markets	6473	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	854.1	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	854.1	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	54.11	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	54.12	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	54.13	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	54.14	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	54.15	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	54.16	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	854.2	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	854.3	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	854.4	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	854.5	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	854.6	—

Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	854.7	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	854.8	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	854.9	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	43.10	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	43.12	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	543.6	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	543.8	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	550.1	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.10	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.11	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.12	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.13	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.14	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.15	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.16	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.17	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.18	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.19	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.20	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.21	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.22	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.23	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	50.24	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	550.3	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	550.4	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	550.5	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	550.6	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	550.7	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	550.8	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	550.9	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	387.1	—
Pacific Gas & Electric Company	Deutsche Bank Trust Company Americas	7110	—
Pacific Gas & Electric Company	The Bank of New York Mellon	8400	—
Pacific Gas & Electric Company	The Bank of New York Mellon	8544	134
Pacific Gas & Electric Company	The Bank of New York Mellon	9990	4,955,257
Pacific Gas & Electric Company	The Bank of New York Mellon	4017	—
Pacific Gas & Electric Company	The Bank of New York Mellon	0143	—
Pacific Gas & Electric Company	Wells Fargo Bank N.A.	9578	—
Pacific Gas & Electric Company	The Bank of New York Mellon	9978	—
Pacific Gas & Electric Company	U.S. Bank	5000	1,005,424
Pacific Gas & Electric Company	Bank of America	2520	—
Total Funds on Hand for all Accounts ⁽¹⁾⁽²⁾			\$ 766,536,579

⁽¹⁾ Schedule does not include Wells Fargo accounts 5300 and 5400; these accounts are held by grantor trusts relating to post-service benefits to directors, officers, and other highly paid employees, which have a combined value of \$184,330,103. The grantor trusts are considered assets of the Corporation subject to creditor claims.

⁽²⁾ Balances will not tie to the Balance Sheets as they are per bank and due to the exclusion of non-debtor bank accounts.

11. CASH RECEIPTS AND DISBURSEMENTS

The following reflects the cash receipts and disbursements of the Corporation and the Utility for the month ended May 31, 2020:

(in ones)	Pacific Gas & Electric Company	PG&E Corporation	PG&E Corporation Consolidated
Beginning Cash ⁽¹⁾⁽²⁾	\$ 900,923,090	\$ 370,767,444	\$ 1,271,690,534
Total receipts ⁽³⁾	1,423,398,377	10,492,752	1,433,891,129
Total disbursements ⁽³⁾	(1,932,529,780)	(6,515,304)	(1,939,045,084)
DIP borrowing and repayments, net (net of fees)	—	—	—
Total Change in Cash	(509,131,403)	3,977,448	(505,153,955)
Ending Cash ⁽¹⁾⁽²⁾	\$ 391,791,687	\$ 374,744,892	\$ 766,536,579

⁽¹⁾ Calculated using balance per bank.

⁽²⁾ Balances will not tie to the Balance Sheets as they are per bank and due to the exclusion of non-debtor bank accounts.

⁽³⁾ Includes intercompany receipts and disbursements between the Corporation and the Utility.

12. PAYMENTS ON PRE-PETITION DEBT

The following reflects the payments for the month ended May 31, 2020 made in accordance with the authority granted by the Bankruptcy Court pursuant to the First Day Motions.

(in millions)	Disbursed in Month
First Day Motions	
Operational Integrity Supplier	\$ —
Cash Management	—
NGX - CAISO	—
Public Purpose Programs	—
Shippers / Liens	—
Tax	—
Employee Wage and Benefits	1
Insurance	—
503(b)(9) ⁽¹⁾	—
Total	\$ 1

⁽¹⁾ Pursuant to the Operational Integrity Motion Debtors are allowed to pay valid 503(b)(9) claims.

13. PAYMENTS FOR RETAINED PROFESSIONALS

The following reflects payments made to retained bankruptcy professionals during the month ended May 31, 2020.

(in ones)

Name	Payment Date	Total Payments for the Month
AP SERVICES, LLP	5/16/2020	\$ 6,839,697
BAKER & HOSTETLER LLP	5/2/2020; 5/23/2020	3,107,299
BERMAN AND TODDERUD PLLP	5/15/2020	76,525
CENTERVIEW PARTNERS LLC	5/29/2020	200,685
COBLENTZ PATCH DUFFY & BASS LLP	5/7/2020; 5/19/2020	171,621
DELOITTE & TOUCHE LLP	5/12/2020; 5/25/2020; 5/26/2020	794,741
FTI CONSULTING INC	5/16/2020	600,349
GROOM LAW GROUP CHARTERED	5/6/2020	44,304
JENNER & BLOCK LLP	5/19/2020; 5/23/2020	1,459,552
KPMG LLP	5/22/2020	390,526
MILBANK LLP	5/23/2020	1,117,131
MUNGER TOLLES & OLSON LLP	5/7/2020; 5/9/2020; 5/15/2020	2,793,333
SIMPSON THACHER & BARTLETT LLP	5/15/2020	518,376
WILLIS TOWERS WATSON US LLC	5/7/2020; 5/12/2020; 5/23/2020; 5/27/2020; 5/28/2020; 5/29/2020	95,780
Total		\$ 18,209,919

14. PAYMENTS TO INSIDERS

The following reflects the cash payments made to insiders of the Corporation and the Utility during the month ended May 31, 2020.

Current Section 16 officers of the Corporation and/or the Utility.

(in ones) Name ⁽¹⁾	Title	Total Payments for Month
William D. Johnson	Chief Executive Officer and President, PG&E Corporation	\$ 208,333
Michael A. Lewis	Senior Vice President, Electric Operations, Pacific Gas and Electric Company	\$ 46,375
Janet C. Loduca	Senior Vice President and General Counsel, PG&E Corporation and Pacific Gas and Electric Company	\$ 51,271
John R. Simon	Executive Vice President, Law, Strategy, and Policy, PG&E Corporation	\$ 60,523
David S. Thomason	Vice President, Chief Financial Officer, and Controller, Pacific Gas and Electric Company Vice President and Controller, PG&E Corporation	\$ 27,896
Andrew M. Vesey	Chief Executive Officer and President, Pacific Gas and Electric Company	\$ 83,333
Jason P. Wells	Executive Vice President and Chief Financial Officer, PG&E Corporation	\$ 56,175
James M. Welsch	Senior Vice President and Chief Nuclear Officer, Pacific Gas and Electric Company	\$ 48,141

⁽¹⁾ Section 16 officers of the Corporation and/or the Utility, as determined by the Corporation's and the Utility's Boards of Directors as of December 31, 2019.

15. REORGANIZATION ITEMS

The following reflects reorganization items, net, post-petition through May 31, 2020:

(in millions)	Pacific Gas & Electric Company	PG&E Corporation	PG&E Corporation Consolidated
Debtor-in-possession financing costs	\$ 98	\$ 17	\$ 115
Legal and other ⁽¹⁾	432	111	543
Interest income	(55)	(11)	(66)
Adjustments to LSTC	—	—	—
Total reorganization items, net	\$ 475	\$ 117	\$ 592

⁽¹⁾ At May 31, 2020, the Corporation and the Utility incurred \$1,643,642 and \$1,908,877, respectively, in fees to the U.S. Trustee.